

0618515.06

jclifton
L905

Kentucky Secretary of State

TREY GRAYSON

Trey Grayson
Secretary of State

Received and Filed

02/04/2008 2:37:28 PM

Fee Receipt: \$10.00

Division of Corporations
BUSINESS FILINGSP.O. Box 718
Frankfort, KY 40602
(502) 564-2848
<http://www.sos.ky.gov/>

Statement of Change of Registered Office RAC or Registered Agent or Both

Pursuant to the provisions of Chapter 271B, 273, 275, or 362 of the Kentucky Revised Statutes, the undersigned hereby applies to change the registered office of registered agent, or both on behalf of
State ID: 0618515

AMAZON.COM, LLC

(Exact name of entity)

which is organized in the state of Delaware, and for that purpose submits the following statements:

1. Name of current registered agent

C T Corporation System

2. Registered agent is hereby changed toCorporation Service Company d/b/a
CSC-Lawyers Incorporating Service Company**3. Address of current registered office**

Kentucky Home Life Building

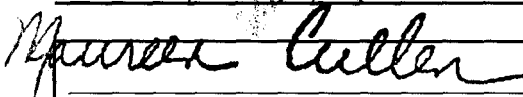
Louisville, KY 40202

4. Registered office is hereby changed to

421 W. Main Street

Frankfort, KY 40601

The Street address of the registered office and the business office of the registered agent, as changed, will be identical.

**5. Signature of officer or chairman of the board
member, manager, or partner**Signature and title
Maureen Cullen, Attorney in factType or print name and title
01/16/2008

Date

6. Consent of Registered Agent

I consent to serve as the registered agent on behalf of
this entity, Corporation Service Company d/b/a CSC-Lawyers Incorporating
By:  Service Company

Signature of registered agent
01/28/2008Date
Michelle R. Vannoy, Assistant VP

STATE OF WASHINGTON)
COUNTY OF KING)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Brian T. Olsavsky, being the Vice President and Treasurer of Amazon.com LLC ("the Company"), a limited liability corporation established under the laws of Delaware, does hereby appoint Maureen Cullen and Elizabeth A. Dawson attorneys-in-fact for the Company, to act for the Company and in the name of the Company for the limited purposes authorized herein.

The Company, having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Elizabeth A. Dawson shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the earlier to occur of (a) completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or (b) six (6) months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by notice to Maureen Cullen and Elizabeth A. Dawson.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 21st day of January, 2008 (the "Effective Date").

AMAZON.COM LLC

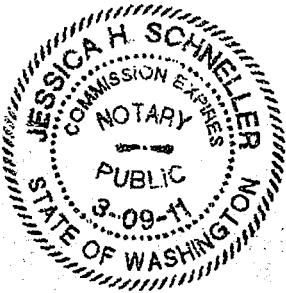
BY:

Brian T. Olsavsky
Brian T. Olsavsky,
Vice President and Treasurer

STATE OF WASHINGTON)
) SS.
COUNTY OF KING)

On this 21st day of January, 2008, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Brian T. Olsavsky, to me known to be the person who signed as the Vice President and Treasurer of Amazon.com LLC that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he/she was duly elected, qualified and acting as said officer of the corporation, and that he/she was authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



Jessica H. Schneller
Jessica H. Schneller
Notary Public in and for the State of Washington,
residing at Seattle, Washington, USA.
My Commission Expires: March 9, 2011